

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

PATRICK SUN, On Behalf of Himself and All Others Similarly Situated,)	Case No. 2:16-cv-02184-JMV-JBC
)	
)	
Plaintiff,)	
)	
v.)	
)	
TUMI HOLDINGS, INC., CLAIRE M.)	
BENNETT, CHRISTOPHER J.L.)	
FIELDING, JEROME GRIFFITH, JOSEPH)	
R. GROMEK, THOMAS H. JOHNSON,)	
MICHAEL J. MARDY, ALEXANDER W.)	
SMITH, SAMSONITE INTERNATIONAL)	
S.A., and PTL ACQUISITION INC.,)	
)	
Defendants.)	

STIPULATION AND [PROPOSED] ORDER CLOSING CASE FOR ALL PURPOSES

WHEREAS, Plaintiff filed the above-captioned action (the “Action”) challenging the public disclosures made in connection with the proposed acquisition of Tumi by Samsonite International S.A. (“Parent”) and its wholly-owned subsidiary, PTL Acquisition Inc. (“Merger Sub,” and together with Parent, “Samsonite”) pursuant to a definitive agreement and plan of merger filed with the United States Securities and Exchange Commission (“SEC”) on or about March 3, 2016 (the “Transaction”);

WHEREAS, the Action asserted claims for violations of sections 14(a) and 20(a) of the Securities Exchange Act of 1934 by Defendants alleged to have been made in Tumi’s Preliminary Proxy Statement (the “Proxy”) filed with the SEC on or about March 24, 2016;

WHEREAS, no class has been certified in the Action, which contained two counts, each of which were brought individually by Plaintiff Sun against the defendants;

WHEREAS, on or about May 13, 2016, Tumi filed a Revised Preliminary Proxy Statement that Plaintiff believes addressed and mooted his claims regarding the sufficiency of the disclosures in the Proxy (the “Mooting Disclosures”);

WHEREAS, counsel for Plaintiff subsequently informed counsel for Defendants of Plaintiffs’ intention to submit an application for an award of attorneys’ fees and reimbursement of expenses (the “Fee and Expense Application”) in connection with the mooted claims;

WHEREAS, on July 28, 2016, the Court entered an Order (the “Dismissal Order”) that, among other things, dismissed with prejudice all of Plaintiff’s claims while reserving jurisdiction for Plaintiff to submit, and the Court to consider, the Fee and Expense Application;

WHEREAS, subsequent to the entry of the Dismissal Order, the parties negotiated at arm’s length to resolve the Fee and Expense Application;

WHEREAS, on or about October 31, 2016, the parties reached agreement with respect to the Fee and Expense Application, without the need of further litigation, which fees and expenses in the amount of \$100,000.00 (the “Agreed Fee”) shall be paid within seven (7) days of entry of this [Proposed] Order Closing the Action;

WHEREAS, Plaintiff did not serve the complaint on Samsonite, however, Samonsite’s counsel has represented to all other parties that Samsonite agrees to this Stipulation and Proposed Order;

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this _____ day of _____, 2016 that:

1. The Action is closed for all purposes.

Dated: November __, 2016

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By: /s/ Donald J. Enright

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By: /s/ Thomas F. McGuane

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IT IS SO ORDERED this ____ day of _____, 2016.

JOHN MICHAEL VAZQUEZ
UNITED STATES DISTRICT JUDGE